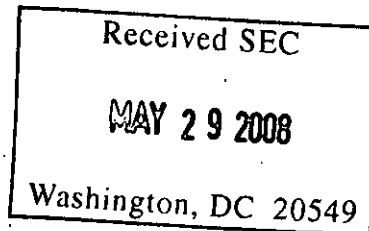




**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



American Stock Exchange
86 Trinity Place
New York, NY 10006-1872

May 29, 2008

Ms. Cecile Peters
Chief, IT Services
Division of Corporate Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549



CERTAMX
001-33888

Dear Ms. Peters:

This is to certify that on May 23, 2008 the American Stock Exchange LLC (the "Exchange") received from American Defense Systems, Inc. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, par value \$0.001 per share

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Jamie Paturelli
Director
Listing Qualifications Department

cc: Herbert Scholl

PROCESSED
JUN 02 2008
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END